

April 13, 2024

The Manager, Listing Department,
National Stock Exchange of India Limited
Exchange Plaza,
Bandra-Kurla Complex, Bandra (East),
Mumbai - 400051
Symbol: POONAWALLA

The Secretary, Listing Department
BSE Limited
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001
Company Code: 524000

Subject: Submission of Postal Ballot Notice - Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir / Madam,

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we forward herewith a copy of the Postal Ballot Notice dated April 08, 2024 of Poonawalla Fincorp Limited ('Company'), for seeking approval of the Members of the Company.

In compliance with the various Circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India, this Postal Ballot Notice is being sent in electronic form only to those Members of the Company whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/ Link Intime India Private Limited, the Company's Registrars and Share Transfer Agents ('RTA') as on Monday, April 08, 2024 ('Cut-Off Date').

The Company has engaged the services of National Securities Depository Limited ('NSDL') to provide remote e-voting/e-voting facility to its Members.

The remote e-voting period commences on Sunday, April 14, 2024 at 9:00 a.m. (IST) and ends on Monday, May 13, 2024 at 5:00 p.m. (IST).

The detailed procedure for remote e-voting is provided in the Notes to the Postal Ballot Notice.

The Postal Ballot Notice is also available on the website of the Company at www.poonawallafincorp.com.

Kindly take the same on record.

Thanking you,
Yours faithfully,
For **Poonawalla Fincorp Limited**

Shabnum Zaman
Company Secretary
ACS 13918

Enc: as Above

POONAWALLA FINCORP LIMITED**Registered office:** 201 and 202, 2nd floor, AP81, Koregaon Park Annex, Mundhwa, Pune - 411 036, Maharashtra**Phone:** 020 6780 8090 **CIN:** L51504PN1978PLC209007**Website:** www.poonawallafincorp.com **Email:** secretarial@poonawallafincorp.com**NOTICE OF POSTAL BALLOT**

(Pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 (1) of the Companies (Management and Administration) Rules, 2014, as amended)

REMOTE E-VOTING STARTS ON	REMOTE E-VOTING ENDS ON
Sunday, April 14, 2024 at 9:00 a.m. (IST)	Monday, May 13, 2024 at 5:00 p.m. (IST)

Dear Members,

NOTICE is hereby given to the Shareholders (“**Members**”) of Poonawalla Fincorp Limited (“**Company**”) that pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 (“**the Act**”), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**Management Rules**”) and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the provisions of Secretarial Standard on General Meetings (“**SS-2**”) read with the General Circular No. 14/2020 dated April 08, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, the General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 02/2022 dated May 05, 2022, General Circular No. 11/2022 dated December 28, 2022 and General Circular No 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (together “**MCA Circulars**”) and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 (together “**SEBI Circulars**”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendments thereto (“**SEBI Listing Regulations**”), the resolutions appended below is proposed to be passed as a Special Resolution by way of a postal ballot (“**Postal Ballot**”) through remote electronic voting process (“**remote e-voting/e-voting**”).

In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act read with the Management Rules, Regulation 44 of the SEBI Listing Regulations and the MCA Circulars, Members can vote only through the remote e-voting. Accordingly, the Company is pleased to offer a remote e-voting facility to all its Members to cast their votes electronically and has engaged the services of National Securities and Depository Limited (“**NSDL**”) for facilitating the e-voting process.

Members are requested to read the instructions in the notes under the section “**General information and instructions relating to e-voting**” in this postal ballot notice (“**Postal Ballot Notice**”) to cast their vote(s) electronically. Members are requested to cast their votes through the e-voting process not later than 5:00 P.M. IST on **Monday, May 13, 2024**, to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Member.

The Board of Directors of the Company have appointed Mr. Girish Bhatia, Practicing Company Secretary (Membership No. FCS 3295, CP No. 13792) as the Scrutinizer for conducting the Postal Ballot only through the remote e-voting process in a fair and transparent manner.

The explanatory statement under Section 102(1) of the Act (“**Explanatory Statement**”) setting out the material facts concerning the proposed resolutions and the reasons thereof are annexed hereto for your consideration.

SPECIAL BUSINESS(ES):

1. **Approval of Employee Stock Option Plan -2024 – Scheme II (“Plan”)**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Section 62(1)(b) and all other applicable provisions, of the Companies Act, 2013 (“**the Act**”) (including any statutory modifications or re-enactment thereof), read with Rule 12 of The Companies (Share Capital and Debenture) Rules, 2014, and other rules notified under the Act, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SEBI SBEB & SE Regulations**”) issued by the Securities and Exchange Board of India (“**SEBI**”) and all the regulations, circulars and notifications issued thereunder, the relevant provisions of the Memorandum and Articles of Association of the Company and such other rules, regulations and guidelines issued by any other regulatory or governmental authority (including any statutory modifications or re-enactments thereof for the time being in force) (“**Applicable Law**”), and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted / delegated in order to exercise its powers, including the powers, conferred by this resolution) to introduce and implement the ‘**Employee Stock Option Plan -2024 – Scheme II**’ (“**Plan**”). The salient features of the Plan are furnished in the explanatory statement annexed to this Notice. The Plan shall be implemented by way of the issuance and allotment of equity shares of the Company having face value of INR 2/- per share (“**Equity Shares**”), by the grant of employee stock options (“**Options**”), to such persons who are present and future employees of the Company including Directors (other than Promoters or person belonging to the promoter group of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), whether whole-time or otherwise, whether working in India or out of India and selected by the Board in its sole and absolute discretion (“**Eligible Employees**”), at such price(s) , in one or more tranches and on such terms and conditions, as may be fixed or determined by the Board in accordance with the Plan and Applicable Law.

RESOLVED FURTHER THAT the Plan shall be administered by the Nomination and Remuneration Committee of the Company who shall have all necessary powers as defined in the Plan and is hereby designated as Compensation Committee in pursuance of the SEBI SBEB & SE Regulations for the purpose of administration and superintendence of the Plan.

RESOLVED FURTHER THAT the maximum number of Options to be granted to the Eligible Employees (of the Company and its holding and subsidiary company(ies) under the Plan, shall not cumulatively exceed 2,00,00,000 (Two Crore) Options and such Options shall not be convertible into Equity Shares exceeding 2,00,00,000 (Two Crore) Equity Shares, except where adjustments, if any, are made by the Board in respect of Options granted to the Eligible Employees under the Plan on account of any changes in capital structure of the Company.

RESOLVED FURTHER THAT the Board and / or Nomination and Remuneration Committee be and is hereby authorised to create, offer, issue, grant and allot from time to time, in one or more tranches Equity Shares to the Eligible

Employees, on the exercise of Options, from time to time in accordance with the Plan and other Applicable Law in force and such Equity Shares shall rank *pari passu* in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board and / or Nomination and Remuneration Committee is empowered to make fair and reasonable adjustment to number of Options granted to the Eligible Employees and / or the price at which such Options may be exercised, in its sole and absolute discretion in accordance with Applicable Law and regulations to the terms of grant made under the Plan in case of any corporate action(s) as stated in the Plan. It is hereby clarified that in making such fair and reasonable adjustment, the cumulative Equity Shares transferred to the Eligible Employees on exercise of Options under the Plan can exceed 2,00,00,000 Equity Shares, to the extent that such excess represents a fair and reasonable adjustment.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee be and is hereby authorized at any time to implement, formulate, evolve, decide upon and bring into effect the Plan and to modify, change, vary, alter, amend, revise, suspend or terminate the Plan subject to the compliance with the Applicable Law and regulations including but not limited to, amendment(s) with respect to price, period, eligibility criteria or to suspend, withdraw, terminate or revise the Plan in such manner as the Board may determine in its sole discretion and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and to the Equity Shares to be issued pursuant to the proposed Plan without being required to seek any further consent or approval of the members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB & SE Regulations and other applicable law and regulations to the extent relevant and applicable to the Plan.

RESOLVED FURTHER THAT subject to the extent allowed under the Applicable Law and regulations, the Board be and is hereby authorized to delegate its powers to the Nomination and Remuneration Committee of the Board with a power to further delegate to any executives / officers of the Company, to do required acts, deeds, matters and things as also to execute such documents, writings, agreement, etc. as may be deemed necessary in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take requisite steps for listing of the equity shares allotted under the Plan on the stock exchanges where the equity shares of the Company are listed in due compliance with SEBI SBEB & SE Regulations, SEBI Listing Regulations and other applicable law.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as it may, at its absolute discretion, deem necessary including authorizing or directing the Nomination and Remuneration Committee to appoint advisors, consultants, merchant bankers or representatives, being incidental to the effective implementation and administration of the Plan as also to prefer applications to the appropriate authorities, parties and the institutions for their requisite approvals as also to initiate all necessary actions, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard.”

2. **Extension and approval of the ‘Employee Stock Option Plan -2024 – Scheme II’ (“Plan”) to the employees of the holding company and subsidiary company(ies) (if any, in future) of the Company.**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Section 62(1)(b) and all other applicable provisions, of the Companies Act, 2013 (**“the Act”**) (including any statutory modifications or re-enactment thereof), read with Rule 12 of The Companies (Share Capital and Debenture) Rules, 2014, and other rules notified under the Act, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**) the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**“SEBI SBEB & SE Regulations”**) issued by the Securities and Exchange Board of India (**“SEBI”**) and all the regulations, circulars and notifications issued thereunder, the relevant provisions of the Memorandum and Articles of Association of the Company and such other rules, regulations and guidelines issued by any other regulatory or governmental authority (including any statutory modifications or re-enactments thereof for the time being in force) (**“Applicable Law”**), and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted / delegated in order to exercise its powers, including the powers, conferred by this resolution) to introduce and implement the **‘Employee Stock Option Plan - 2024 – Scheme II’ (“Plan”)** the salient features of the Plan are furnished in the explanatory statement annexed to this Notice. The Plan shall be implemented by way of the issuance and allotment of equity shares of the Company having face value of INR 2/- per share (**“Equity Shares”**), by the grant of employee stock options (**“Options”**), to such persons who are present and future employees, including Directors, of the Company’s holding Company and extant and future subsidiary company(ies)(other than Promoters or person belonging to the promoter group of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), whether whole-time or otherwise, whether working in India or out of India and selected by the Board in its sole and absolute discretion (**“Eligible Employees”**), at such price, in one or more tranches and on such terms and conditions, as may be fixed or determined by the Board in accordance with the Plan and Applicable Law.

RESOLVED FURTHER THAT the Board and/or Nomination and Remuneration Committee (**“NRC”**) formed for this purpose be and is hereby authorised to issue and allot Equity Shares to the Eligible Employees from time to time in accordance with the Plan and other applicable law in force and such Equity Shares shall rank *pari passu* in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the maximum number of Options to be granted to the Eligible Employees (of the Company and its holding and subsidiary company(ies) under the Plan, shall not cumulatively exceed 2,00,00,000 (Two Crore) Options and such Options shall not be convertible into Equity Shares exceeding 2,00,00,000 (Two Crore) Equity Shares, except where adjustments, if any, are made by the Board in respect of Options granted to the Eligible Employees under the Plan on account of any changes in capital structure of the Company.

RESOLVED FURTHER THAT the Board and/or NRC is empowered to make fair and reasonable adjustment to number of Options granted to the Eligible Employees and / or the price at which such Options may be exercised, in its sole and absolute discretion in accordance with applicable law and regulations to the terms of grant made under the Plan in case of any corporate action(s) as stated in the Plan. It is hereby clarified that in making such fair and reasonable adjustment, the cumulative Equity Shares transferred to the Eligible Employees on exercise of Options under the Plan can exceed 2,00,00,000 Equity Shares, to the extent that such excess represents a fair and reasonable adjustment.

RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to implement, formulate, evolve, decide upon and bring into effect the Plan and to modify, change, vary, alter, amend, revise, suspend or terminate the Plan subject to the compliance with the Applicable Laws and regulations including but not limited to, amendment(s) with respect to price, period, eligibility criteria or to suspend, withdraw, terminate or revise the Plan in such manner as the Board may determine in its sole discretion and to do all such acts, deeds, matters and things as it may at its absolute

discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and to the Equity Shares to be issued pursuant to the proposed Plan without being required to seek any further consent or approval of the members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB & SE Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Plan.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take requisite steps for listing of the equity shares allotted under the Plan on the stock exchanges where the equity shares of the Company are listed in due compliance with SEBI SBEB & SE Regulations, SEBI Listing Regulations, and other applicable laws.”

3. **Grant of employee stock options equal to or exceeding 1% of the issued share capital of the Company to identified employees of the Company.**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Section 62(1)(b) and all other applicable provisions, of the Companies Act, 2013 (**“the Act”**) (including any statutory modifications or re-enactment thereof), read with Rule 12 of The Companies (Share Capital and Debenture) Rules, 2014, and other rules notified under the Act, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**) the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**“SEBI SBEB & SE Regulations”**) issued by the Securities and Exchange Board of India (**“SEBI”**) and all the regulations, circulars and notifications issued thereunder, the relevant provisions of the Memorandum and Articles of Association of the Company and such other rules, regulations and guidelines issued by any other regulatory or governmental authority (including any statutory modifications or re-enactments thereof for the time being in force) (**“Applicable Law”**), and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the Members of the Company be and is hereby accorded to create, grant, offer, issue and allot Options under the **Employee Stock Option Plan – 2024 – Scheme II (“Plan”)**, equal to or exceeding 1% (one percent) of the issued share capital of the Company (excluding outstanding warrants and conversions), during any financial year to identified employees, including directors, of the Company (other than Promoters of the Company or person belonging to the promoter group of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), whether whole-time or otherwise, whether working in India or out of India selected by the Board in its sole and absolute discretion (**“Eligible Employees”**), as may be determined by Nomination and Remuneration Committee from time to time.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted by the Company under the Plan shall rank *pari passu* in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB & SE Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Plan.

RESOLVED FURTHER THAT that the Board and/or Nomination and Remuneration Committee of the Company be and is hereby authorized to issue letter of grant and do all such acts, deeds and things for and on behalf of the Company as may be necessary for granting options to the Eligible Employees of the Company.”

4. **Re-appointment of Mr. Prabhakar Dalal (DIN: 00544948) as an Independent Director of the Company**

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, (“**Act**”), Regulations 16, 17 and 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the rules, circulars and guidelines issued by the Reserve Bank of India in this regard from time to time and other applicable laws and the provisions of the Articles of Association of the Company and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Prabhakar Dalal (DIN: 00544948) who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act, as amended from time to time and who is eligible for re-appointment and for whom the Company has received notice under Section 160(1) of the Act, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for second term of 3 (Three) years effective from May 05, 2024 till May 04, 2027 (both dates inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall include any Committee thereof) be and is hereby authorized to execute all such documents, instruments and writings, as deemed necessary, file requisite forms, with the power to settle all questions, difficulties or doubts that may arise in regard to the said re-appointment, as it may in its sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any Director(s)/Officer(s) of the Company, to give effect to this resolution.”

Registered Office:

201 and 202, 2nd Floor, AP81,
Koregaon Park Annex,
Mundhwa, Pune – 411 036
Maharashtra

Date: April 08, 2024

Place: Pune

By order of the Board of Directors,
For Poonawalla Fincorp Limited

Shabnum Zaman
Company Secretary
ACS No.: 13918

NOTES:

1. The Explanatory Statement and reasons for the proposed Special Resolutions pursuant to Section 102 read with Section 110 of the Companies Act, 2013 (“the Act”) and Secretarial Standards on General Meetings (“SS-2”) setting out material facts are appended herein below.
2. Mr. Girish Bhatia, Practicing Company Secretary (Membership No. FCS 3295, CP No. 13792) has been appointed as the Scrutinizer for conducting the Postal Ballot only through the remote e-voting process in a fair and transparent manner.
3. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent by electronic mode to those Members whose names appear in the Register of Members/ List of Beneficial Owners maintained by the Company/ Depositories as on **Monday, April 08, 2024 (“Cut-off date”)** and whose e-mail IDs are registered with the Company/ Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given under Note No.13.
4. In accordance with the provisions of the MCA Circulars, Members can vote only through the remote e-voting process. Members are requested to provide their assent or dissent through remote e-voting only.
5. As per the MCA Circulars, physical copies of this Postal Ballot Notice, Postal Ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only.
6. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act read with the Management Rules, the Company is pleased to offer remote e-voting facility to all the Members of the Company. For this purpose, the Company has engaged the services of National Securities and Depository Limited (“NSDL”) for facilitating e-voting to enable the Members to cast their votes electronically.
7. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Postal Ballot Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Depositories/ RTA. Members may note that the Postal Ballot notice will also be available on the Company’s website www.poonawallafincorp.com at weblink i.e. <https://poonawallafincorp.com/pfca/assets/pdf/PFL-Postal-Ballot-Notice-dated-April-08-2024.pdf> and websites of the Stock Exchanges BSE and NSE at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at <https://www.evoting.nsdl.com>. Members not having their email IDs registered are requested to download a copy of Postal Ballot Notice available at the website of the Company at www.poonawallafincorp.com at the weblink <https://poonawallafincorp.com/investor.php>
8. All the material documents referred to in the Explanatory Statement, or as may be relevant to / connected with the proposed resolutions, shall be available for inspection from 10:00 A.M. to 12:00 Noon on all working days from the date of dispatch of this Postal Ballot Notice at the registered office of the Company till the last date of remote e-voting by the Members.
9. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from NSDL/ Central Depository Services (India) Limited (“CDSL”) as on **Monday , April 08, 2024** .The Members whose name appear in the Register of Members/ list of Beneficial Owners as on **Monday , April 08, 2024** , being the cut-off date, are entitled to vote on the Resolutions set forth in this Postal Ballot Notice.

10. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on **Monday, April 08, 2024**, being the cut-off date fixed for the purpose.
11. The voting through electronic means will **commence on, Sunday, April 14, 2024 at 9:00 a.m. (IST) and will end on Monday, May 13, 2024 at 5:00 p.m. (IST)**. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change subsequently.
12. A Member cannot exercise his/ her vote by proxy on Postal Ballot.
13. Members holding shares in physical mode and who have not registered / updated their e-mail address with the Company are requested to register / update the same by submitting duly filled and signed Form ISR-1 with the Registrar & Share Transfer Agent (“RTA”), Link Intime India Pvt Ltd at rnt.helpdesk@linkintime.co.in. In case of any queries/difficulties in registering the e-mail address, Members may write to secretarial@poonawallafincorp.com. Members holding shares in dematerialized mode are requested to register/update their email addresses with the relevant Depository Participants.
14. Dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement published in English National daily with wide circulation and one Regional language daily with wide circulation where the registered office of the Company is situated and shall be hosted at the Company’s website at www.poonawallafincorp.com. The said public notice shall also mention the process for registration of E-mail IDs by those Members who have not yet registered their email-ids with the RTA and Depository Participants.
15. The Scrutinizer will submit his report to the Chairman or any other Director after completion of the scrutiny and the results of the Postal Ballot e-voting process will be declared on or before **Wednesday , May 15, 2024** at the Registered Office of the Company and the results will also be displayed on the Notice Board at the Registered Office of the Company, immediately after the declaration of the results by the Chairman or a person authorized by him in writing. The results of the Postal Ballot (including e-voting), along with the Scrutinizer’s Report will be posted on the Company’s website www.poonawallafincorp.com at its weblink i.e. <https://poonawallafincorp.com/investor.php>
16. The result of the Postal Ballot shall be communicated to all the Stock Exchanges where the equity shares of the Company are listed and NSDL. The Special Resolutions, if passed by the requisite majority, shall be deemed to have been passed on **Monday , May 13, 2024** being the last date specified by the Company for remote e-voting.
17. The resolutions passed by Members with requisite majority, through Postal Ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.
18. Any query in relation to the resolutions proposed to be passed through Postal Ballot may be addressed to Ms. Shabnum Zaman, Company Secretary at Email: shabnum.zaman@poonawallafincorp.com/secretarial@poonawallafincorp.com or query/ grievance with respect to e-voting, Members may refer to the Frequently Asked Questions (FAQs) for Members and E-voting User Manual for Members available under the Downloads section of NSDL’s e-voting website or contact Mr. Amit Vishal, Deputy Vice President - NSDL and / or Ms. Pallavi Mhatre, Senior Manager – NSDL, , Trade World, “A” Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai - 400 013 at Toll Free No. 1800 1020 990/ 1800 22 44 30 or at E-mail ID : evoting@nsdl.com.
19. **Members who have not registered their e-mail addresses so far are requested to register the same so that they can receive all future communications from the Company electronically.**
20. **Awareness about Online Resolution of Disputes in the Indian Securities Market through Online Dispute Resolution ('ODR') Portal**

- I. This is to inform you that Securities and Exchange Board of India ("SEBI") vide circular no. SEBI/HO/OIAE/OIAE_IAD- 1/P/CIR/2023/131 dated July 31, 2023 issued guidelines for online resolution of disputes in the Indian securities market through establishment of a common ODR Portal which harnesses online conciliation and online arbitration for resolution of disputes arising between investors/clients and listed companies (including their RTA's) or specified intermediaries/regulated entities in the securities market.
- II. SEBI vide circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 04, 2023 has further clarified that the investor shall first take up his/her/their grievance with the Market Participant (Listed Companies, specified intermediaries, regulated entities) by lodging a complaint directly with the concerned Market Participant. If the grievance is not redressed satisfactorily, the investor may, escalate the same through the SCORES Portal [Home - scores.sebi.gov.in](https://scores.sebi.gov.in) in accordance with the process laid out. After exhausting the above options for resolution of the grievance, if the investor is still not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal.
- III. The SMART ODR Portal can be accessed at: <https://smartodr.in/login>.

General information and instructions relating to e-voting:

PROCESS AND MANNER FOR MEMBERS OPTING FOR E-VOTING

In compliance with provisions of Sections 108 and 110 of the Act read with Rule 20 of the Management Rules including any amendments thereto and as per Regulation 44 of SEBI Listing Regulations, the Company is pleased to provide Members the facility to exercise their right to vote by electronic means and the business may be transacted through e-voting Services provided by NSDL.

The instructions for e-voting are as under:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual Shareholders holding securities in demat mode

In terms of SEBI Circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual Shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in	1.Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under ' IDeAS ' section, this will prompt you to enter your existing User ID and

Type of Shareholders	Login Method
demat mode with NSDL.	<p> Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e- Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. </p> <p> 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp </p> <p> 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. </p> <p> 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. </p> <p> NSDL Mobile App is available on </p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered

Type of Shareholders	Login Method
	Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 4886 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for Shareholders other than Individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode.

<u>How to Log-in to NSDL e-Voting website?</u>	
<p>1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.</p> <p>2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.</p> <p>Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.</p> <p>4. Your User ID details are given below:</p>	
Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company. For example if folio number is 001*** and EVEN is 128330 then user ID is 128330001***

5. Password details for Shareholders other than Individual Shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in process for those Shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - "[Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address, etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders:

1. Institutional Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to girishbhatia1956@gmail.com with a copy marked to evoting@nsdl.com; rnt.helpdesk@linkintime.co.in and secretarial@poonawallafincorp.com. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call at 022-4886 7000 or send a request to Mr. Amit Vishal, Deputy Vice President - NSDL and / or Ms. Pallavi Mhatre, Senior Manager – NSDL at evoting@nsdl.com.

Process for those Shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this Postal Ballot Notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to rnt.helpdesk@linkintime.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to your Depository Participants. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e., [Login method for e-Voting for Individual Shareholders holding securities in demat mode.](#)

3. Alternatively, shareholder/Members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item no. 1, 2 and 3

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through share-based compensation scheme/plans.

The Board of Directors of your Company understands the need to enhance employee engagement, to strengthen the leadership and management competencies of the Company to accelerate growth and cultivate high performance teams for the sustained success of the Company over a longer period of time, and to reward the Employees for their association and performance as well as to motivate them to contribute to the growth and profitability of the Company.

In order to reward and retain the employees of the Company, its holding company, extant and future subsidiary company(ies), and to create a sense of ownership and participation amongst them and to strengthen the management team to the next level of growth, the Board of Directors at its meeting held on April 08, 2024 upon recommendation of the Nomination and Remuneration Committee (“NRC”) approved the ‘**Employee Stock Option Plan - 2024 - Scheme II**’ (“Plan”) to or for the benefit of such employees as defined in the scheme (“**Eligible Employees**”), which would entitle them up to 2,00,00,000 (Two Crore) options of the Company to be granted at exercise price.

Pursuant to provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, (“**SEBI SBEB & SE Regulations**”) and applicable provisions of the Companies Act, 2013 and rules made thereunder, the Company seeks Members’ approval (by way of a special resolution) in respect of the Plan and grant of stock options and thereby issue equity shares of the Company having face value of INR 2/- (“**Equity Shares**”) to the Eligible Employees as decided by the NRC on such terms and conditions and at such price, in one or more tranches and on such terms and conditions, as may be determined by NRC in due compliance of the SEBI SBEB & SE Regulations. The Special Resolutions set out in Item Nos. 1 to 3 is to seek your approval for the said purpose.

The Board of Directors has appointed Corporate Professionals Capital Private Limited, a SEBI registered (Category I) Merchant Banker, for the implementation of the Plan till the stage of receipt of in-principle approval from the Stock Exchanges in accordance with the requirements of the SEBI SBEB & SE Regulations.

The main features of the Plan are as under:

1. Brief Description of the Plan:

This proposed plan called the Employee Stock Option Plan – 2024 – Scheme II (“**Plan**”) enables the Company to grant stock options to Eligible Employees as selected by the NRC.

The objectives of the Plan are:

- a) create a sense of ownership and participation amongst the Employees;
- b) motivate the Employees with incentives and reward opportunities;
- c) drive entrepreneurship mindset of value creation for the organization;
- d) provide means to enable the Company to attract and retain appropriate human talent in the employment of the Company;
- e) to strengthen leadership and management competencies to accelerate growth and cultivate high performance teams for the sustained success of the Company; and

f) achieve sustained growth of the Company and the creation of shareholder value by aligning the interests of the Employees with the long-term interests of the Company.

2. Total number of options to be granted and thereby Equity Shares to be issued and allotted:

The total number of Equity Shares to be allotted pursuant to exercise of Options under the Plan to the Eligible Employees shall not cumulatively exceed 2,00,00,000 Equity Shares (Two Crore) (which is approx. 2.58% of the number of issued, subscribed and paid-up equity share capital of the Company on the date of this Notice).

The SEBI SBEB & SE Regulations require that in case of any corporate action(s) as stated in the Plan including rights issues, bonus issues, merger and sale of division, and others, a fair and reasonable adjustment be made to the benefits granted to the Eligible Employees under a stock option scheme. Accordingly, a fair and reasonable adjustment shall be made to the above ceiling and/or the Exercise Price and/or the Exercise Period and/or the Vesting criteria by the NRC subject to compliance of the SEBI SBEB & SE Regulations and other applicable law.

3. Identification of classes of employees entitled to participate in the Plan and beneficiaries in the Plan:

Following classes of employees, which are selected by the NRC, are entitled to participate in the Plan:

- a. an employee as designated by the Company who is exclusively working in India or outside India; or
- b. a Director, whether a whole-time director or not, including a non-executive Director who is not a promoter or member of the promoter group, but excluding an independent Director; or
- c. an employee as defined in Clause 2.12.1 and Clause 2.12.2 of a Subsidiary in India or outside India, or of a Holding Company,

but does not include:

- i. an employee who is a promoter or a person belonging to the promoter group of the Company;
- ii. a Director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% (ten percent) of the outstanding Shares.

4. Requirements of vesting and period of vesting:

The options granted shall vest, so long as an employee continues to be in the employment of the Company or the subsidiary company(ies) or the holding company, as the case may be, as per the following vesting period:

TRANCHE	VESTING CRITERIA
Tranche – I	33% of the Options Granted will vest on the first anniversary of the Grant Date
Tranche – II	33% of the Options Granted will vest on the second anniversary of the Grant Date
Tranche – III	34% of the Options Granted will vest on the third anniversary of the Grant Date

The NRC, however, in its sole and absolute discretion can determine the Vesting criteria which may include performance based conditions or time based conditions in addition to the variance to the abovementioned time-based criteria, or deviate from the abovementioned time-based criteria having regard to the expertise, achievement or expected achievement of key performance indicators by the prospective Option Holder, terms

of employment of the prospective Option Holder amongst any other factors that it deems fit. The Vesting criteria shall be communicated to the Option Holder under the Letter of Grant.

5. Maximum period within which the options shall be vested;

The maximum period within which the options shall be vested is 10 (ten) years from the Grant Date.

6. Exercise price or pricing formula:

Exercise Price shall be equivalent to the price payable by the Eligible Employee for the exercise of each option granted under the Plan for the allotment of one Equity Share and shall be equivalent to the Fair Market Value (*as defined in the Plan*) of each Equity Share as on the date of Letter of Grant or such price as determined by the NRC, which in no case will be less than 80% of the Fair Market Value (*as defined in the Plan*) of the Equity Share as on the date of Letter of Grant.

The NRC will in accordance with the Plan and applicable laws lay down the procedure for making a fair and reasonable adjustment to the number of Options, to the Exercise Price in case of corporate action in accordance SEBI SBEB & SE Regulations and shall provide necessary procedures and/or mechanism for exercising such options subject to applicable laws, rules and regulations.

7. Exercise period and process of exercise:

Exercise Period will be provided in the Letter of Grant or such other period as may be intimated to the Option Holder by the NRC, from time to time, within which the Option Holder may elect to Exercise the Vested Options, which shall be subject to a maximum Exercise Period of 10 (ten) years from the Vesting date of Option(s).

In the event the Option Holder fails to Exercise his Vested Options within the Exercise Period, then such Vested Options shall lapse and revert to the Plan pool and the contract of the Plan shall stand automatically terminated. The Company and/or the NRC will not have any obligation towards such Option Holder with respect to such lapsed Options. No further communication shall be made to the Option Holder in this regard.

To Exercise the Options, the Option Holder must submit an Exercise Letter to the NRC, accompanied by the Exercise Price as communicated by NRC in the Letter of Grant, taxes (wherever arising) and any other sums due as per this Plan in respect of Exercise of Options.

8. The appraisal process for determining the eligibility of employees for the scheme(s):

The NRC shall determine the Grant in its absolute discretion, taking into consideration such factors but not limited to Eligible Employee's performance appraisal, seniority, period of service, role of the Eligible Employee, the present and potential contribution to the growth of the Company. Thereafter, from time to time, the NRC may grant Options to one or more Eligible Employee/s.

9. Maximum number of options shares, as the case may be, to be offered and issued per employee and in aggregate, if any:

The maximum number of options that may be granted to an Eligible Employee will be determined by the NRC on a case-to-case basis. The NRC may in any financial year grant options to an Eligible Employee which may be

equal to or exceed 1% (One percent) of the issued equity share capital (excluding outstanding warrants and conversions) of the Company.

The total number of Equity Shares to be allotted pursuant to exercise of Options under the Plan to the Eligible Employees shall not cumulatively exceed 2,00,00,000 Equity Shares (Two Crore) (which is approx. 2.58% of the number of issued, subscribed and paid-up equity share capital of the Company on the date of this Notice), subject to a change due to a Corporate Action.

10. Maximum quantum of benefits to be provided per employee under the Plan:

The maximum quantum of benefits that may be provided to each Eligible Employee shall be equivalent to the number of Options issued to such Eligible Employee, as may be determined by the NRC.

11. Whether the scheme is proposed to be implemented and administered directly by the Company or through a trust:

The Plan shall be implemented and administered directly by the Company.

12. whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both;

In view of above, the Plan involves new issue of shares by the Company.

13. The amount of loan provided for implementation of the Plan by the Company to the Trust, its tenure, utilisation, repayment terms etc.:

Not applicable.

14. Maximum percentage of Secondary Acquisition (subject to limits specified under the Regulations) that can be made by the Trust for the purchase under the Plan:

Not applicable.

15. Statement to the effect that the company shall conform to the accounting policies specified in regulation 15:

The Company shall follow the 'Guidance Note on Accounting for Employee Share-based Payments' and/or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India from time to time, including the disclosure requirements prescribed therein.

16. Method of Valuation:

The Company shall use the fair value method to value the options being granted under the Plan. Necessary disclosure would be made in the Boards' report.

17. The following statement, if applicable:

'In case the company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that

shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report';

The above statement is **not** applicable to the Company since the Company is opting for the fair value method to value the Options, as provided in point (16) above.

18. Period of lock -in

Options will be subject to a minimum 1 (one) year Vesting period or other such time period or criteria as may be prescribed under the applicable law, including but not limited to the SEBI SBEB & SE Regulations. Further, the Shares arising out of the Exercise of Vested Options shall not be subject to any lock-in period from the date of allotment of such Shares under the Plan.

19. Terms & conditions for buyback, if any, of specified securities covered under these regulations.

Not Applicable

The consent of the members is being sought by way of Special Resolutions pursuant to Section 62(1)(b) of the Companies Act, 2013 and as per Regulation 6 of the SEBI SBEB & SE Regulations and all other applicable provisions, if any.

The issue of the said equity shares would be well within the Authorised Share Capital of the Company. A draft copy of the Plan is available for inspection by the members, at the Registered Office of the Company, between 10:00 A.M. to 12:00 Noon on all working days and on the Company's website at www.poonawallafincorp.com till the last date for voting by the shareholders.

The directors and key managerial personnel of the Company and/or their relatives may be deemed to be concerned or interested in these Resolutions only to the extent of any options that may be granted to them (along with the resultant Equity Shares issued) that may be offered to them in accordance with the Plan.

Accordingly, the Board recommends passing of the resolutions as set out under Item No. 1, 2 and 3 of the Notice for approval of the members as **Special Resolutions**.

Item no. 4

In accordance with the applicable provisions of the Companies Act, 2013 ("Act") and the Rules framed thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and the Articles of Association of the Company, the Members of the Company at the Annual General Meeting held on August 28, 2021, approved the appointment of Mr. Prabhakar Dalal (DIN No. 00544948) as an Independent Director on the Board of the Company to hold office for a period of 3 (Three) years commencing from May 05, 2021 to May 04, 2024.

The Nomination and Remuneration Committee ("NRC") of the Board of the Company, at its meeting held on April 08, 2024, had recommended to the Board, the re-appointment of Mr. Prabhakar Dalal as an Independent Director for second term of 3 (Three) years commencing from May 05, 2024 to May 04, 2027 (both dates inclusive).

The NRC, while recommending the re-appointment of Mr. Prabhakar Dalal, considered various factors, viz., his knowledge & experience; his specific skills helping the Board and the Company in attaining its objectives; his participation in the Board/ Committee deliberations; summary of his performance evaluation; time devoted by him; the number of Board, Committee and General Meetings attended by him; specialized skills and expertise and his independent judgment in the opinion of the entire Board.

The brief profile and specific areas of expertise of Mr. Prabhakar Dalal is as under:

Mr. Prabhakar Dalal (aged 71 years) is a highly experienced banker in commercial and development banking, with 38 years of experience and extensive international exposure across the globe. Mr. Prabhakar Dalal is the former Executive Director of Export-Import Bank of India (India Exim Bank), a premier all-India financial institution, wholly owned by the Government of India. Mr. Prabhakar Dalal has served/been serving as Independent or Nominee Director on the Boards of several companies/organizations in sectors like Finance, Pharmaceuticals, Textiles and Engineering, including on the Board of a Lome-headquartered regional development bank viz. West African Development Bank. Mr. Prabhakar Dalal has served/been serving as Chairman/Member of corporate Board committees. Mr. Prabhakar Dalal has a post graduate degree in commerce (M.Com), a degree in law (LL.B) and is a certificated associate in banking (CAIIB). Mr. Prabhakar Dalal also holds a post graduate diploma in Foreign Exchange & Risk Management (PGDFERM) and is a Fellow of the Indian Institute of Banking & Finance (FIIBF). Mr. Prabhakar Dalal also holds a post graduate diploma in Securities Law (PGDSL). He holds certificates in French and German languages. Mr. Prabhakar Dalal has completed Global Leadership Development Programme (GLDP) conducted by the International Centre for Leadership in Finance (ICLIF) in Malaysia, China and the USA and a 4-week World Bank-sponsored Investment Banking (IB) Programme in the Philippines. Mr. Prabhakar Dalal's core competencies include Retail & Corporate Finance, Corporate Governance, Corporate & Securities Laws, international trade and overseas projects finance, institutional and international relations, and general management.

The Company has received a notice, in writing, pursuant to Section 160 of the Act, proposing the candidature of Mr. Prabhakar Dalal for re-appointment as an Independent Director of the Company. Mr. Prabhakar Dalal has given his consent to be re-appointed as such and also the confirmation that he is not disqualified to act as Director in terms of Section 164 of the Act and satisfies the criteria of 'fit and proper' as prescribed by the Reserve Bank of India vide Master Direction No. DoR.FIN.REC.No.45/03.10.119/2023-24 dated October 19, 2023, as amended. Besides, he has also provided a confirmation under Section 149(7) of the Act that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act read with relevant Rules and under Regulation 16 of SEBI Listing Regulations and he is independent of the management. The Board has established the veracity of the said declaration and based on the declaration submitted, the Board has opined that Mr. Prabhakar Dalal fulfils the conditions specified in the Act, the Rules made thereunder and Regulation 16 of the SEBI Listing Regulations, for re-appointment as an Independent Director and is independent of the Management of the Company.

Mr. Prabhakar Dalal has also confirmed that he has not been debarred from holding the office of a director by virtue of any Order passed by SEBI or any other such authority. Further, Mr. Prabhakar Dalal has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge his duties as an Independent Director of the Company.

During his tenure as an Independent Director of the Company, Mr. Prabhakar Dalal shall not be liable to retire by rotation. Mr. Prabhakar Dalal is not related to any Director or any Key Managerial Personnel of the Company.

The Board considers that re-appointment of an eminent professional like Mr. Prabhakar Dalal would immensely benefit the Company and therefore, recommends obtaining approval of the Members as a Special Resolution for re-appointment of Mr. Prabhakar Dalal as an Independent Director of the Company.

The copy of terms and conditions of re-appointment of Mr. Prabhakar Dalal as an Independent Director would be made available for inspection by the Members, at the Registered Office of the Company, between 10.00 A.M. and 12:00 Noon on all working days and on the Company's website at www.poonawallafincorp.com till the last date of e-voting by the Members.

Mr. Prabhakar Dalal is said to be concerned or interested in the proposed resolution as it relates to his own re-appointment. Other than him, none of the other Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in the said Special Resolution, set out at Item No. 4 of the Notice.

None of the Directors and Key Managerial Personnel of the Company are inter-se related to each other.

The Board of Directors recommends the resolution set out in Item No. 4 of the Notice to the Members for their consideration and approval, by way of a **Special Resolution**.

Information as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 ("SS-2") on General Meetings for re-appointment of the Director is given hereunder:

Name	Mr. Prabhakar Dalal
DIN	00544948
Date of Birth (Age)	January 09, 1953 (71 years)
Date of first appointment on the Board	May 05, 2021
Qualification	M. Com, L.L.B., CAIIB, FIIBF, PGDFERM, ICLIF, IB, GLDP and PGDSL.
Expertise in specific functional area	Over 38 years of experience and extensive international exposure across the globe. He has worked with Export-Import Bank of India (Exim Bank) for over three decades. His expertise is in retail and wholesale banking, international trade and project financing, institutional and international relations, stress assets management, resource management, corporate and securities law and corporate governance.
Terms and conditions of appointment along with details of remuneration sought to be paid	Re-appointed as an Independent Director for second term of 3 (Three) years commencing from May 05, 2024 to May 04, 2027 (both dates inclusive), not liable to retire by rotation. The remuneration payable to Mr. Prabhakar Dalal shall be governed by the Remuneration Policy of the Company.
Remuneration last drawn by such person, if applicable.	Sitting fees of Rs. 29 lakhs during the financial year 2023-24.
*List of outside Directorships	<u>Listed Entity:</u> 1. Ajanta Pharma Limited-Independent Director 2. Carysil Limited-Independent Director 3. BDH Industries Limited-Independent Director
*Listed entities from which the Director has resigned in the past three years	1. Grihum Housing Finance Limited (Formerly, Poonawalla Housing Finance Limited)

Name	Mr. Prabhakar Dalal		
**Chairman/ Member of the Committee of the Board of Directors of other Companies in which he/ she is a Director	Sr.No	Name of the Company	Committee position held
	1.	Ajanta Pharma Limited	Audit Committee: Member
	2.	Carysil Ltd	Audit Committee: Member
	3.	BDH Industries Ltd	Audit Committee: Member
Shareholding in the Company including beneficial ownership	None		
No. of Meetings of the Board attended during the financial year 2023-24.	No. of meetings held: 7 No. of meetings attended: 7		
Relationship with other Directors, Manager, and other Key Managerial Personnel of the Company	There is no inter se relationship between Mr. Prabhakar Dalal, other Members of the Board and Key Managerial Personnel of the Company.		
Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements	Covered in Explanatory Statement for resolution Item no. 4		

*Includes Directorships in Listed entities (including debt listed).

** Includes only Audit Committee and Stakeholders' Relationship Committee.

Registered Office:

201 and 202, 2nd Floor, AP81,
Koregaon Park Annex,
Mundhwa, Pune – 411 036
Maharashtra

By order of the Board of Directors,
For Poonawalla Fincorp Limited

Shabnum Zaman
Company Secretary
ACS No.: 13918

Date: April 08, 2024

Place: Pune